From:	ehud barak <ehbarak1@gmail.com>
To:	Priell Barak Nili <nilipriell@gmail.com>
CC:	
Date:	Thu, 5/22/2014 12:53:57 AM
Subject:	Fwd: 1 Central Park West, 606 - Transaction Fact Sheet

Sent from my iPad

Begin forwarded message:

> **From:** Gary Fegel <gary@fegel.com>
> **Date:** 21 16:31:25 2014 במאי GMT+3
> **To:** Ehud Barak <ehbarak1@gmail.com>
> **Subject: Re: 1 Central Park West, 606 - Transaction Fact Sheet**
>
> ok great - I will continue with the apartment from my side but take no action yet in regards to the LLC.
> Ghana - noted, on it.
>
> On 21. May .2014, at 09:26, ehud barak <ehbarak1@gmail.com> wrote:
>
> > Gary hi
> > I've got it. It's basically ok. I've just landed in Israel will talk tonight with Shmulik. He might suggest that Hyperion will take over directly (as a Co. LTD) without a LLC phase. But I'll let you know tomorrow at your morning.
> > Re Ghana make sure Brian answers Shiry, who told me he tries to get him and fails.
> > Best
> > EB
> >
> > Sent from my iPad
> >
> > On 21 2014 במאי, at 01:45, Gary Fegel <gary@fegel.com> wrote:
> >
> > > Hi Ehud
> > >
> > > Please find attached the deal sheet as well as the contact of the lawyer we are using. He's already in contact with the other side (that's where I have the deal sheet from). So far, my name is on the deal sheet, as you can see.
> > >
> > > I met Ariel (the lawyer) today. Basically it is clear from the discussion, that the easiest and fastest way to get this done is to form the structure before signing. To get an LLC takes one day only, so that's no big deal. Much easier than assign contracts later. I also negotiated Ariel's package (he invoices per hour, but

with a cap of USD 8k) and this includes a quick due diligence, all contract work, closing of the deal, setting up the LLC, payments etc. Basically all-in.

One problem that came up is that I won't be able to manage this property from my LP because I might run into a tax problem - however, the good news is that you don't need it anyway, because you can use a simple LLC to protect your privacy (Ariel has already checked that with the Trump board and the seller is also an LLC). Therefore the structure is very simple……you or Hyperion will own 100% of the new LLC. The LLC will own 100% of the apartment. Also, you can appoint anybody to manage the LLC and sign the deal. An obvious candidate would even be Ariel. So you get 100% control, 100% ownership and your name doesn't appear anywhere.

In any case, there are some tax complications. The LLC will make money and will have to file a tax return in the US. All of that can also be handled/managed by Ariel. He's basically a 1-stop-shop for you.

At this point, I believe it would make most sense for you to get your accountant, Shmulik, in touch with Ariel to take this further. I assume Shmulik can judge the tax etc best.

Numbers: The apartment is 2m. The 5% brokerage which is mentioned on the fact sheet will be paid 100% by the seller (and then split between the seller's and our broker). There are some taxes to be paid, all together approx 1.5% (will all be handled by Ariel). And then there is Ariel fee (capped at 8k) and the LLC fees (I think 2k). That's it. So all together 40k on top including the LLC (1.5%+8+2).

I told Ariel this is a 100% cash deal, no mortgage etc involved, which makes everything much easier. The deal between you and me (the loan we have agreed) is a separate issue and doesn't need to be mixed in to this at all (I assume you agree).

So if you agree with all this, I suggest for Shmulik to call Ariel and they can then discuss all further matters and we set up the LLC and get the deal done. He's awaiting the call. Of course Ariel keeps me (and you if you want) posted and we'll move things forward.

Hope all of this is in your interest. Please let me know. And btw, Ariel is ready to sign any form of confidentiality agreement we might need. He got recommended by a friend of mine (the US guy from Baker Mckenzie) and he seems to be a diligent, down-to-earth good jewish boy.

best
Gary
P.S. Ariel is a big fan of yours he told me - and his mother, an israeli woman, is a teacher for israeli folk dance here in NY!! So

we can all have a party when you come over next !!

<Ariel Weinstock.vcf>

<1 Central Park West 606 - Deal sheet.doc>